MARVEL COMICS GROUP

the X-MEN

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"IF ICEMAN SHOULD FAIL!"

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"IF ICEMAN SHOULD FAIL...!"

ONE BY ONE, THE *X-MEN* HAVE BEEN DEFEATED--BY THE MOST POWERFUL, THE MOST DEADLY FOE OF ALL! FOR THOSE OF YOU CARELESS ENOUGH TO HAVE MISSED OUR PREVIOUS ISSUE, WE SHALL GO BACK A BIT IN AN EFFORT TO BRING YOU UP TO DATE, THUS PROVING NO SACRIFICE IS TOO GREAT FOR US TO MAKE IN THIS, THE MAGNIFICENT NEW *MARVEL AGE OF COMICS!* (BUT DON'T EXPECT US TO MAKE A *HABIT* OF IT, HEAR?)

FAR ABOVE EARTH, A *BALLOON* IS DRIFTING --CLIMBING EVER HIGHER TOWARD THE DISTANT SUB-STRATOSPHERE --BRINGING THE X-MEN EVER CLOSER TO --THEIR *DOOM!*

A FAIR STORY BY: STAN LEE

ADEQUATE ART BY: JAY GAVIN

TOLERABLE INKING BY: DICK AYERS

THE WORLD'S GREATEST LETTERING BY: ARTIE SIMEK (MARVEL'S BIRTHDAY BOY OF THE MONTH!)

AND NOW THAT YOU'VE MADE THE WISEST INVESTMENT OF THE SEASON BY BUYING THIS ISH, WE SUGGEST THAT YOU TURN THE PAGE AND START READING! IT'S REALLY GONNA *ROCK* YA!

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HIGHER AND HIGHER INTO THE ENDLESS VOID DRIFTS THE LOCKED GONDOLA, AS ITS FIVE UNCONSCIOUS OCCUPANTS SLUMP HELPLESSLY AGAINST ITS COLD, ESCAPE-PROOF SHELL! BUT, WHO *IS* THE MASTER MENACE THAT HAS BROUGHT ONE OF THE WORLD'S GREATEST FIGHTING TEAMS TO THE EDGE OF DESTRUCTION---?

--WHO BUT-- *MAGNETO*?!! *MAGNETO*, THE MOST POWERFUL EVIL MUTANT OF ALL TIME!

YOU THOUGHT YOU HAD BANISHED ME FROM EARTH FOREVER!! BUT, I *RETURNED*-- STRONGER THAN EVER--STRONG ENOUGH TO DESTROY YOU *ALL*!

AND NOW, I'LL DESTROY EVERY LAST TRACE OF THE X-MEN'S *EXISTENCE*--!

RR-RRAK!

NOTHING CAN RESIST MY MATCHLESS *MAGNETIC POWER*! BY HARNESSING ONLY A *FRACTION* OF THE NATURAL MAGNETISM THAT IS MINE, I CAN RAISE THEIR ENTIRE *SCHOOL BUILDING*, ONLY TO SEND IT CRASHING DOWN IN *RUINS*!

SPECIAL NOTE: WE KNOW YOU'RE WONDERING HOW MAGNETO MANAGED TO *RETURN* TO EARTH! BUT, BE PATIENT, PUSSYCAT-- THE BEST IS YET TO COME!

AND NOW TO *RELEASE* MY MAGNETIC HOLD, LETTING IT--*NO!*

I HAVE A FAR *BETTER* IDEA!

I SHALL NEED A *HEADQUARTERS* FOR MYSELF, NOW THAT I AM READY TO ATTACK THE HUMAN RACE ONCE MORE!

AND, WHAT SUPREME *IRONY* IT SHALL BE TO USE THE FORMER HOME OF MY *ENEMIES* FOR THAT VERY PURPOSE!

THUS, ALLOWING THE ENORMOUS BUILDING TO SETTLE GENTLY BACK TO THE GROUND, THE WORLD'S MOST DANGEROUS MUTANT STRIDES MAJESTICALLY INSIDE! AND, AS HE APPROACHES THEM, ALL THE OBJECTS THAT HAD BEEN STREWN ABOUT IN HIS FIGHT WITH THE X-MEN MAGNETICALLY RISE BACK INTO PLACE!

THE X-MEN HAD DEFEATED ME IN THE PAST BECAUSE OF THE WEAKNESS OF THOSE WHO *SERVED* ME!

BUT *NOW*, I FIGHT *ALONE!* I NEED NO ALLIES! I AM *MAGNETO*, THE ALL-POWERFUL!

THE DESK OF *PROFESSOR X*-- WITH HIS ACCURSED *CEREBRO MACHINE* BUILT INTO ITS SURFACE!

CEREBRO--CREATED TO WARN HIM OF THE PRESENCE OF DANGEROUS MUTANTS! HE'LL HAVE NO FURTHER USE FOR *THAT!*

PRREEEEEE

WHATEVER DOES NOT SERVE *MAGNETO*, MUST BE *DESTROYED!!* FOR, I AM *SUPREME!*

FOOM

WAIT! THE SOUND OF A *CAR* STOPPING IN THE DRIVEWAY! I HAVE *VISITORS!*

AS THE NEW *OWNER* OF THIS BUILDING, I MUST GIVE THEM THE PROPER *WELCOME!*

THEY SEEM SO INNOCENT-- SO COMPLETELY GUILE-LESS! THEY ARE UNDOUBTEDLY THE PARENTS OF ONE OF THE PROFESSOR'S "STUDENTS"!

THIS GIVES ME AN *IDEA!* THEY SHALL BE MADE TO *SERVE* ME!

AND *THIS*, YOU WILL REMEMBER, WAS WHERE OUR TANTALIZING TALE *ENDED* LAST ISH!

WHO ARE *YOU?*

I? I AM *POWER!*

MEN CALL ME-- *MAGNETO!*

AND NOW-- *COME IN!!*

STARTLED AT THE SIGHT OF THE STRANGELY GARBED BEING, MR. AND MRS. WORTHINGTON ALLOW THEM-SELVES TO BE LED INSIDE--

I DON'T KNOW WHAT THIS IS ALL ABOUT, BUT WE WOULD LIKE TO SEE OUR SON, WARREN WORTHINGTON, THE THIRD!

WOULD YOU TELL HIM HIS *PARENTS* ARE HERE, PLEASE?

FOOLS!! YOU THINK ME SOME *FLUNKY* WHOM YOU CAN ORDER ABOUT??!

IT IS *I* WHO GIVE THE ORDERS! AND MY *FIRST* COMMAND IS-- GAZE INTO MY EYES! *NOW*-- YOU CANNOT TURN AWAY! YOU ARE HELD BY *MAGNETIC ATTRACTION!*

YOU ARE SUDDENLY VERY TIRED! THERE IS A GUEST ROOM AT THE HEAD OF THE STAIRS! YOU WILL *OCCUPY* IT!

HE IS *RIGHT*, DEAR! I FIND THAT I *AM* EXHAUSTED!

IT'S SO *KIND* OF YOU TO OFFER US YOUR HOSPITALITY, MR. MAGNETO!

THERE THEY SHALL *REMAIN*, UNTIL I AM READY TO *SUMMON* THEM AGAIN!

BUT, WITH THE *ANGEL'S* PARENTS SAFELY LOCKED AWAY AND UNDER HIS MAGNETIC CONTROL, THE MEGALOMANIACAL MUTANT REMEMBERS ONE LAST DETAIL--!

MY VICTORY IS *STILL* NOT COMPLETE! THE *ICEMAN* IS AS YET UNACCOUNTED FOR!

BAH! WHY SHOULD I WORRY ABOUT *HIM?* HE IS THE YOUNGEST --AND THE MOST IN-EXPERIENCED OF ALL!

IF I WAS ABLE TO DEFEAT THE OTHER *FIVE*, WHAT HAVE I TO FEAR FROM THE *WEAKEST* OF THE LOT?!!

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AND, EVEN AS MAGNETO SPEAKS, THE YOUNGEST OF THE FABLED ***X-MEN*** LIES IN HIS HOSPITAL ROOM-- STILL ON THE CRITICAL LIST--STILL HOVERING DESPERATELY BETWEEN LIFE AND DEATH--

NURSE! WE CAN AFFORD TO WAIT NO LONGER! HE'S REACHED THE ***CRITICAL*** STAGE!

WE MUST TAKE A CHANCE AND APPLY THE NEW SULFA DRUG! WITHOUT IT, HE MAY NOT LAST OUT THE NIGHT!

QUICKLY, WOMAN! IS THE NEW LASER-INDUCED HYPODERMIC READY??

THEY ***NEED*** ME! --I MUST ***GO*** TO THEM-- THEY ***NEED*** ME--!

THEY'VE WORKED 'ROUND THE CLOCK TO COMPLETE IT IN TIME, DOCTOR! BUT, THEY WANTED ME TO ***WARN*** YOU--IT'S NEVER BEEN ***TRIED*** BEFORE!

THERE'S ALWAYS A ***FIRST*** TIME, YOUNG LADY! JUST PRAY THAT IT WILL ***PENETRATE*** HIS INCREDIBLE SKIN!

BZZZZZT

THEY ***NEED***-- ME--=UHHH=

IT'S ***GETTING THRU!*** IT ***WORKS!*** THE LASER ***DID*** IT!

HE'S ***QUIET*** NOW! THE ***DELIRIUM*** HAS STOPPED!

THE NEXT FEW HOURS WILL TELL THE STORY!

IF THE DRUG ***WORKS,*** HE'LL BE ON THE WAY TO RECOVERY VERY ***SOON!*** IF NOT--THERE IS NOTHING MORE-- THAT WE CAN DO!

CLICK!

POOR LAD! I WONDER WHY THE ***X-MEN*** HAVE FORSAKEN HIM!?

BUT, IF THE DEPARTING PHYSICIAN COULD LOOK INSIDE A ***GONDOLA*** RISING TOWARDS THE SUBSTRATOSPHERE, HE WOULD FIND THE ***ANSWER*** TO HIS QUESTION! FOR, THE X-MEN, ALAS, ARE ***THEMSELVES*** FORSAKEN--!

THE ***OTHERS*** ARE UNCONSCIOUS-- HELPLESS--!

WHILE ***I*** AM WITHOUT THE POWER OF MY MUTANT BRAIN, DUE TO THIS ***MENTAL-WAVE DISTORTER*** MAGNETO HAS FASTENED TO MY SCALP!

BUT, EVEN ***HE*** HAS OVER-LOOKED ONE BASIC ITEM! MY ABILITY TO READ MINDS AND PROJECT MY THOUGHTS IS DUE TO THE ***COUNTER EGO*** WHICH I POSSESS!

EVEN ***NOW,*** THAT SAME COUNTER EGO IS PROBING THE DISTORTER-- APPLYING AS MUCH ***STRESS AND STRAIN*** TO IT AS IS HUMANLY POSSIBLE!

THE PAIN IS INCREASING BY THE SECOND! THE PRESSURE IS ALMOST *UNBEARABLE!* BUT I CANNOT STOP NOW! I *DARE* NOT STOP NOW!

THE MORE *STRESS* THAT I APPLY TO THE DISTORTER, THE MORE CHANCE THERE IS OF *SMASHING* IT! I CAN'T--LET MY OWN *PAIN*--HOLD ME BACK!

KA-BOK!

I *DID* IT! MY BRAIN IS *UNSHACKLED!*

ANGEL AND *CYCLOPS* ARE STILL UNCONSCIOUS --BUT THE *BEAST* AND *MARVEL GIRL* ARE MERELY *DAZED!*

I'LL USE THE POWER OF MY OWN *MIND* TO SNAP HANK AND JEAN OUT OF IT! THEN, WE'LL ATTEND TO THE OTHERS!

HANK! THIS IS PROFESSOR X! *WAKE UP!*

JEAN! YOU ARE UNINJURED! YOU *MUST* OPEN YOUR EYES!

PROFESSOR! I JUST REMEMBERED --*MAGNETO* IS ALIVE! HE'S *RETURNED!* I-I *SAW* HIM!

I *KNOW,* JEAN! HE TOOK US ALL BY SURPRISE, AND MANAGED TO *IMPRISON* US WITHIN THIS GONDOLA! WE'RE RISING *HIGHER* EVERY SECOND!

IT BEHOOVES US TO EVACUATE THIS CUBICLE BEFORE THE *AIR* IS DISSIPATED!

BUT OUR *FIRST* TASK AT HAND IS TO REVIVE *SCOTT* AND *WARREN!* YOU AND HANK SEE WHAT YOU CAN DO!

YOU'RE *RIGHT,* HANK, BUT *FIVE* HEADS ARE BETTER THAN *ONE!* WE'VE GOT TO UTILIZE *ALL* OUR POWER-- AND THAT MEANS SCOTT AND JEAN, TOO!

FIVE HEADS? ONE IS *MISSING!* WHAT ABOUT *ICEMAN?* DID HE *EVADE* MAGNETO'S TRAP?

HE'S STILL IN THE *HOSPITAL,* HANK! DON'T YOU REMEMBER? OH--*SCOTT* IS REVIVING!

EASY, BEASTIE-BOY-- EASY! THE HEAD IS *ATTACHED!* IT'S NOT *REMOVABLE!*

IT LOOKS *BAD,* WARREN! WE'RE TOO *HIGH* FOR ME TO BLAST AN OPENING IN THE GONDOLA! WE'D LOSE OUR *OXYGEN* IN SECONDS!

BUT WE'RE DOOMED IF WE *DON'T* GET OUT!

PROFESSOR-- HOW DID MAGNETO *DO* THIS TO US?? THE LAST WE SAW OF HIM, THE *STRANGER* WAS TAKING HIM TO ANOTHER GALAXY-- FOREVER!*

WE'LL WORRY ABOUT THAT *LATER,* JEAN-- IF WE *SURVIVE* LONG ENOUGH!

YOUR TONE SEEMS TO IMPLY THAT OUR PLIGHT IS *HOPELESS!*

*IN THE UNFORGETTABLE ISH #11, REMEMBER?-STAN.

MEANWHILE, BACK AT THE SCHOOL WHICH HE HAS TAKEN OVER, THE MIGHTY ***MAGNETO*** PUTS HIS MOST FANTASTIC PLAN INTO OPERATION! BY MERELY HARNESSING THE LIMITLESS MAGNETIC POWER HE POSSESSES, THE MAD MUTANT GOES TO WORK WITH A VENGEANCE IN THE LABORATORY OF PROFESSOR X--!

NO LONGER WILL I HAVE TO SEARCH FOR NEW MUTANTS!

AT LAST I HAVE THE MEANS TO BUILD A VAST ***ARMY*** OF THEM-- AN ARMY TO SERVE ONLY ***ME!***

AND, IT HAS ALL BEEN MADE POSSIBLE BECAUSE FATE LET THE ***PARENTS*** OF AN ***X-MAN*** FALL INTO MY HANDS!

THEY ARE ASLEEP IN THE ROOM NEXT DOOR--LITTLE DREAMING HOW ***IMPORTANT*** THEY ARE TO MY PLANS!

FOR, KNOWING THAT ***THEY*** GAVE BIRTH TO A MUTANT, I SHALL SECRETLY ANALYZE THEIR ***BODY CELLS,*** AND ***DUPLICATE*** THEM--!

THUS, I'LL BE ABLE TO CREATE ***ADDITIONAL*** MUTANTS, USING THE SAME CELL PATTERNS! IT SHALL BE SIMPLICITY ITSELF!

WHEN I AM DONE, MY ARMY OF MUTANT SLAVES WILL BE LARGE ENOUGH TO EASILY CONQUER ANY FORCE THAT MANKIND CAN THROW AGAINST IT!

I CANNOT FAIL! BY MEANS OF THIS ***SELECTOR PANEL,*** I CAN EVEN CONTROL THE ***TYPE*** OF MUTATION I DESIRE! ***NOTHING*** CAN HALT MY MARCH TOWARDS WORLD DOMINATION ***NOW!***

AND, AT THAT MOMENT, IN A SMALL GONDOLA, DRIFTING HIGHER AND HIGHER INTO THE LONELY SUBSTRATOSPHERE...!

TRY YOUR *KINETIC POWER*, JEAN! PERHAPS YOU CAN *PUSH* US DOWN AGAIN!

I'LL KEEP WATCH OUT HERE-- TO SEE IF IT *WORKS!*

BUT, WHAT IF I *CAN'T* DO IT, PROFESSOR?

IT'S *GOT* TO WORK, JEAN! THE *OXYGEN* CAN'T LAST MUCH LONGER IN HERE!

THOU KIDS US NOT, SCOTTY!

WHILE *MARVEL GIRL* PREPARES TO FOCUS HER KINETIC POWER AT THE GONDOLA'S FLOOR, I'LL ATTEMPT TO MENTALLY LOCATE *MAGNETO*, AND SEE WHAT HE'S DOING!

SILENCE, PLEASE!

PROFESSOR! WHAT *IS* IT? I-I NEVER SAW YOU LOOK SO *SHOCKED* BEFORE!

IT'S THE ANGEL'S *PARENTS!* MAGNETO HAS *CAPTURED* THEM!

MY *MOM AND DAD!?? NO!* IT *CAN'T* BE! NOT *THEM!*

EASY, WARREN! GET A GRIP ON YOURSELF! WE'LL FIND A WAY TO SAVE THEM--AND *OURSELVES!*

BUT HOW? *HOW?*

ICEMAN IS THE KEY! *BACK AWAY*, ALL OF YOU! I MUST *THINK!* *NOW--!*

SECONDS LATER, IN THE SILENT HOSPITAL ROOM, A BRISK, COMMANDING *THOUGHT* FILLS THE AIR--!

BOBBY! BOBBY! THIS IS *PROFESSOR X!* CAN YOU *READ* ME? YOU'RE *NEEDED*, SON! YOU'RE *NEEDED!*

I--I READ YOU, SIR--!

I CAN TELL THAT THE SULFA DRUG HAS *HELPED* YOU! BUT YOU'RE STILL *WEAK!* DON'T TRY TO TALK--JUST FOLLOW MY ORDERS...!

LEAVE YOUR BED! SLOWLY--CAREFULLY--

YOU MUST LEAVE *UNNOTICED!* FORM AN *ICE SLIDE* AT THE WINDOW--!

NOW, *EXTEND* THE SLIDE AS YOU GO--OVER THE ROOFTOPS --TOWARDS THE *SCHOOL!* GOOD! *GOOD!*

THEY *NEED* ME! *THEY NEED ME!*

I *CONTACTED* HIM! HE'S ON THE WAY!

BUT, WHAT CAN HE *DO*? HOW CAN HE FIGHT *MAGNETO*-- OR SAVE *US*-- ALL ALONE?

HE MAY BE THE YOUNGEST, BUT HE'S STILL AN *X-MAN*! LET'S WAIT AND *SEE*!

MEANWHILE, HOW IS *JEAN* DOING?

OUR *ASCENT* HAS HALTED! WE'RE NOT GOING ANY HIGHER!

I-I'VE ENOUGH POWER TO STOP US FROM *RISING* --BUT I CAN'T FORCE THE GONDOLA *DOWN*!

HOLD HER *STEADY* THEN! TRY NOT TO *SPEAK*--WE MUST CONSERVE OUR *OXYGEN*!

I'LL COMMUNICATE WITH YOU *TELEPATHICALLY* NOW! I'M ABOUT TO PROJECT MY THOUGHTS *DOWNWARD* AGAIN, TO PROBE AT THE MIND OF *MAGNETO* HIMSELF!

PERHAPS BY SCANNING HIS MEMORY, I CAN LEARN HOW HE ESCAPED FROM THE *STRANGER*!

THEN, IN AN EFFORT TO RELAX HIS TENSE, WORRIED FELLOW CAPTIVES WHILE *ICEMAN* ENTERS THE FRAY, THE PROFESSOR RELATES THE IMAGES WHICH HE CAN DETECT IN MAGNETO'S MIND...

FOR *MONTHS*, I'VE ENDURED THE HUMILIATION OF BEING THE *STRANGER'S* PRISONER ON THIS DESERTED, FORSAKEN PLANET!

IT'S *NOT DESERTED*, MASTER! *I'M* HERE WITH YOU!

SILENCE, TOAD... YOU SNIVELLING, SPINELESS, FAWNING *FOOL*!

WE'VE BEEN ALLOWED TO ROAM AT WILL, BECAUSE THE ENTIRE *PLANET* IS A PRISON FOR US! BUT IT WON'T *REMAIN* SO MUCH LONGER!

IT'S LIKE AN INTER-GALACTIC *MUSEUM*, WITH RELICS FROM EVERY PART OF THE UNIVERSE!

BUT, IT'S THE GRAVEYARD OF OLD *SPACESHIPS* THAT INTERESTS ME THE *MOST*!

THIS IS WHERE THE *STRANGER* HAS UNDERESTIMATED ME! HE KNOWS THE ATOMIC PILES OF THESE SHIPS ARE OLD AND USELESS...

...USELESS TO ANYONE-- EXCEPT *MAGNETO*!

HEE HEEE! *NOW* I UNDER-STAND, MASTER! WITH THE *STRANGER* GONE TO SURVEY OTHER WORLDS, THIS IS OUR CHANCE TO *ESCAPE*!

PRECISELY! AT THE WAVE OF A HAND, I TRANSFORM THE IRON GATE AROUND THIS SHIP INTO A *LADDER* THAT WILL GRANT ME ACCESS TO THE HATCH ABOVE!

AS FOR THE ATOMIC POWER PLANT, I CAN ACTIVATE IT IN SECONDS BY MEANS OF MY MATCHLESS MAGNETIC POWER!

I *KNEW* IT, MASTER! I *KNEW* WE'D ESCAPE! *NOBODY* CAN IMPRISON *MAGNETO*!

YOU KNEW *WE'D* ESCAPE?? YOU BRAINLESS, INCONSEQUENTIAL *CLOD!* THIS IS WHERE ONE LIKE YOU *BELONGS!*

NO, MASTER --*NO!* YOU CAN'T LEAVE ME BEHIND! *MASTER--!*

COME BACK, MASTER-- *COME BACK--!*

EVEN THE *STRANGER,* BRILLIANT AND OMNIPOTENT AS HE IS, *UNDERESTIMATED* MAGNETO'S GREAT, INCALCULABLE *POWER!*

BUT *NOW,* THERE'S NOT A MOMENT TO LOSE! I MUST CONTACT *ICEMAN* AGAIN-- TO GIVE HIM HIS *FINAL INSTRUCTION!* AND THEN--THE MOST IMPORTANT PART OF ALL--

I'LL MARSHAL ALL MY REMAINING STRENGTH-- HARNESS ALL MY ENERGY-- FOR THE MOST DIFFICULT *THOUGHT PROJECTION* OF MY LIFE!

AS FOR THE *REST* OF YOU--DO NOT SPEAK-- DO NOT MOVE-- WE MUST NOT WASTE ONE PRECIOUS IOTA OF OUR REMAINING OXYGEN--!

BUT, PROFESSOR-- HOW CAN WE EXPECT *ICEMAN* TO SUCCEED AGAINST MAGNETO WHEN *WE'VE* ALL FAILED??

BOBBY WILL HAVE ONE ADVANTAGE--HE *KNOWS* WHO THE ENEMY IS! NOW *SILENCE,* ALL OF YOU!

AND, MINUTES LATER, AN ICY, CRYSTALLINE FIGURE GLIDES NOISELESSLY OVER THE WALL OF "PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS"!

THERE IS NO MORE THAT I CAN *TELL* YOU, ICEMAN! I MUST NOW SEND MY THOUGHTS *ELSEWHERE!* OUR FATE IS IN *YOUR HANDS,* BOBBY DRAKE!

I STILL FEEL KINDA WOOZY-- BUT THIS IS NO TIME TO START *PAMPERING* MYSELF!

THERE'S A LIGHT ON IN THE *LAB!* THAT MUST BE WHERE *MAGNETO* IS!

I DON'T KNOW IF I CAN STALL HIM OR *NOT,* BUT IF I FAIL, IT WON'T BE FOR LACK OF *TRYING!*

FIRST OFF, A LITTLE CLIMB CAN'T BOTHER A FELLA WHO CAN BUILD HIMSELF AN *ICE LADDER!*

I CAN *HEAR* HIM MOVING --UP ABOVE!

MAGNETO! AFTER ALL THIS TIME--THE VERY *SIGHT* OF HIM STILL FILLS ME WITH DREAD--WITH *AWE!*

THERE'S ALMOST *NO LIMIT* TO HIS *POWER!* WITH HIS STRENGTH, HIS BUILT-IN *MAGNETISM*, HE CAN ACCOMPLISH *ANYTHING!*

AND YET, I'VE *GOT* TO OVER-COME HIM-- *SOME-HOW!*

BUT, IN HIS WEAKENED CONDITION, THE VALIANT TEEN-AGER MOMENTARILY LOSES HIS BALANCE, AND TOTTERS!

THE LADDER IS TIPPING BACK! CAN'T STRAIGHTEN IT IN TIME!

BUT--IF I *FALL* FROM THIS HEIGHT --I'LL BE *FINISHED!!*

DESPERATELY, USING EVERY OUNCE OF STAMINA, EVERY BIT OF SKILL HE POSSESSES, *ICEMAN* WHIPS A THIN, FROZEN *CABLE* TOWARDS THE ROOFTOP-- SNAGGING THE *EDGE* AT THE FINAL, FATEFUL SECOND--!

CAN'T FAIL NOW! NOT JUST FOR *MYSELF*-- THE *OTHERS* ARE COUNTING ON ME!

I-I *DID* IT!!

CLANNNK!

WHILE INSIDE THE BUILDING, *MAGNETO* IS SO CONFIDENT OF HIS OWN SECURITY--SO WRAPPED UP IN HIS INCREDIBLE EXPERIMENTATION, THAT HE HEARS NOTHING--PERCEIVES NOTHING, SAVE WHAT OCCURS WITHIN THE WALLS OF HIS LABORATORY--!

EVERYTHING IS IN READINESS, AT LAST! ALL THAT REMAINS IS FOR ME TO SET MY DEVICES IN *MOTION!*

AND, TO MAKE MY TRIUMPH *DOUBLY* SWEET, I HAVE THE KNOWLEDGE THAT MY GREATEST ENEMIES--THE ONLY ONES WHO HAVE EVER DEFEATED ME, ARE HELPLESSLY TRAPPED, HIGH ABOVE EARTH!

THUS, WHILE MY ARMY OF INVINCIBLE MUTANTS IS BEING *BORN*, THE ACCURSED *X-MEN* ARE FACING THEIR OWN INEVITABLE *DOOM!*

AND NOW TO BEGIN!

BY MEANS OF MY *SELECTOR PANEL*, I'LL ACTUALLY CONTROL THE *SIZE* AND THE *STRENGTH* OF THE MUTANTS I CREATE!

THEY'LL BE THE *SUPERIOR* OF ANY HUMAN ON EARTH!

ONLY THE MATCHLESS POWER OF *MAGNETO* WILL EXCEED THEIR OWN!

SUDDENLY, THE ROOM GROWS DARK, AS GLISTENING WAVES OF IONIC ENERGY CAST A STARTLING GLOW, RIPPLING THE AIR AROUND THE SOFTLY HUMMING MAIN MAGNETIC FIELD--!

IT'S *WORKING!* MORE THAN ANY OTHER FORCE ON EARTH, THE POWER OF *MAGNETISM* IS--*INFALLIBLE!*

AND NOW, MY MUTANT PRODUCTION LINE IS BEGINNING TO TAKE FORM! FROM ORIGINAL CONCEPTION TO FINAL CREATION, THE PROCESS IS *PERFECT!* SUPER-POWERFUL SLAVES OF MAGNETO--EACH LIKE AN *ARMY* UNTO HIMSELF--!!!

SSSS

AND, IN THE ADJACENT ROOM, A FRANTIC TEEN-AGER, QUICKLY REALIZING THE *SOURCE* OF MAGNETO'S MAD PLAN, HASTILY ERECTS AN *ICE BARRIER* BETWEEN THE TWO SLEEPING VICTIMS AND THE MAD MUTANT'S *BODY CELL SELECTOR--!!*

THIS IS SURE TO BRING *MAGNETO*, BUT IT CAN'T BE HELPED--!

I'VE *GOT* TO HALT HIS MUTANT MACHINE-- ANY WAY I *CAN!*

BUT, ICEMAN'S WORST FEAR IS REALIZED WITHIN *SECONDS...*

THE SOURCE OF THE INTERFERENCE MUST COME FROM--AHHH..! *HIM!!*

THE *FINAL* X-MAN --THE YOUNGEST-- THE *WEAKEST* OF THEM ALL! HE *DARES* TO CHALLENGE *ME!!!*

ICEMAN!! YOUR FOOLHARDY TAMPERING WITH MY MASTER PLAN WILL AVAIL YOU *NOTHING*-- EXCEPT YOUR OWN CERTAIN *DESTRUCTION!*

SLAM!!

I *KNEW* HE'D COME AFTER ME! BUT AT LEAST I'VE *STOPPED* HIM FOR NOW!

I'LL DESTROY YOU WITH A *GESTURE!* EVERY OBJECT IN THE ROOM WILL BECOME A DEADLY *THREAT--!*

NOTHING CAN OVERCOME THE POWER OF SUPREME *MAGNETISM!!*

NO? HOW ABOUT A QUICKLY FORMED *ICE SHIELD*, BRAGGART?

WOOOSH!

BUT THIS WON'T HOLD HIM OFF FOR LONG! I'VE GOT TO MOVE *FAST!*

WHILE HE'S BLINDED BY HIS OWN FLYING OBJECTS, I'LL USE MY SHIELD AS A *SLED* AND *TAKE OFF!*

ZZZ

YOU YOUNG *FOOL!* DO YOU THINK THERE'S ANY PLACE IN THIS BUILDING--ANY PLACE ON *EARTH*-- WHERE YOU'LL BE SAFE FROM *ME??!*

SWOOSH!

BUT, BEFORE MAGNETO CAN MAKE ANOTHER MOVE...

ZIP

AN *ICE TUNNEL!* I'M SLIDING *INTO* IT...

IT *WORKED!* NOW HE'LL *HAVE* TO FOLLOW ME DOWN INTO THE *TRAP* I'VE SET FOR HIM! HE WON'T BE ABLE TO USE HIS MAGNETIC POWERS WHILE HE'S *OFF-BALANCE!*

YOU'RE ONLY DELAYING THE *INEVITABLE!* YOU CAN'T HOLD ME OFF MUCH *LONGER!*

HE MAY BE *RIGHT!* BUT I'VE NO OTHER CHOICE! IF *I* DON'T STOP HIM, MANKIND WILL BE IN GREATER DANGER THAN IT'S EVER *KNOWN!*

I *DID* IT! I GOT HIM INTO THE *IGLOO* I BUILT, OUTSIDE THE SCHOOL!

NOW TO ESCAPE THRU THE OPENING I PREPARED FOR MYSELF!

BUT, THE MIGHTY MUTANT MENACE TAKES IN THE SITUATION AT A GLANCE, AND, BEFORE ICEMAN CAN EFFECT HIS ESCAPE--!

THIS CHARADE HAS GONE ON *LONG ENOUGH!* MY PATIENCE IS *EXHAUSTED!* NOW, YOU SHALL FEEL THE POWER OF *MAGNETO* AS FEW HAVE EVER FELT IT *BEFORE!!*

OH *NO!* HE *SEALED* THE OPENING UP... MAGNETICALLY!

I'M STILL TOO *WEAK* AFTER MY BOUT IN THE HOSPITAL! IT SLOWED ME DOWN! BUT I'VE GOT TO DO *SOMETHING--!*

AND, AS OUR SENSATIONAL SAGA REACHES ITS SPINE-CHILLING CLIMAX...

ICEMAN IS IN DESPERATE DANGER! WE CAN DELAY NO LONGER--!

MARVEL GIRL! STAND BACK! ONLY THE POWER OF CYCLOPS CAN BRING US TO EARTH IN TIME!

HIS FORCE BEAM? HOW CAN THAT DO IT?

CAN'T CATCH MY BREATH! OXYGEN--ALMOST DEPLETED! HAVE WE-- ENOUGH TIME--?

WE'LL MAKE TIME! WHAT SHALL I DO, PROFESSOR?

FOCUS YOUR BEAM ON PRECISELY THE SPOT I AM MENTALLY INDICATING!

PERFECT! NOW --CONDENSE IT TO PINPOINT INTENSITY! YOU MUST MAKE THE SMALLEST POSSIBLE HOLE IN THE GAS BALLOON ABOVE US!

I UNDERSTAND! JUST ENOUGH TO ALLOW THE GAS TO LEAK OUT SLOWLY, SO WE DON'T HAVE A FATAL CRASH! HERE GOES--!

ZZZZZZZZ

BUT-- WE'RE FALLING TOO FAST! THE GAS IS LIGHTER THAN WE THOUGHT!

HARNESS ALL YOUR ENERGY--ALL YOUR RESOLVE! EXACTLY FIFTEEN SECONDS BEFORE IMPACT YOU'LL USE YOUR TELEKINETIC POWER AGAIN--USE IT AS NEVER BEFORE--!

YOU DID IT, SCOTTY! THE PROFESSOR WAS RIGHT! WE'RE STARTING TO DESCEND!

IF WE CAN'T SLOW OUR-SELVES DOWN-- WE'RE DONE FOR!

I EXPECTED THIS! THERE'S STILL HOPE! JEAN-- QUICKLY--!

I SURMISE THE PROFESSOR'S STRATAGEM! JEAN'S LEVITATION POWER WILL SERVE AS A BRAKE!!

--WE HOPE!

AND, A FEW FRANTIC SECONDS LATER...

IT *WORKED!* JEAN BROKE OUR *FALL!!* THE TIMING WAS *PERFECT!*

THE PROFESSOR'S RECORD IS STILL *PERFECT!* HE'S NEVER FAILED US *YET!*

THUP!

BUT--WE'RE STILL IMPRISONED IN THIS STIFLING *GONDOLA--!*

NOT FOR MUCH *LONGER*, LADY! WE'RE CLOSE ENOUGH TO THE *GROUND* NOW--I NEEDN'T FEAR USING MY *POWER BEAM--!*

QUICKLY, CYCLOPS! ICEMAN IS *TRAPPED!* HE *NEEDS* US!

HANG ON, BOBBY BOY!! YOU CAN *DO* IT, KID!! *HANG ON!* WE'RE ON THE *WAY!*

ZAP

THERE HE *IS!* STRAIGHT *AHEAD!*

HURRY! YOU MUST CREATE A *DIVERSION!* ANYTHING TO MAKE *MAGNETO* TURN AWAY--!

FAREWELL, ICEMAN! WITHIN SECONDS, MY IRRESISTIBLE MAGNETIC POWER SHALL *MELT* YOU INTO A CRUMPLED, LIFELESS-- *WHA--??* THE *X-MEN!!*

BOBBY! SHUT YOUR *EYES!* SHIELD YOUR *FACE!* NOW, KID-- *NOW!*

LET 'IM *HAVE* IT, CYKE! WE'RE ALL *WITH* YOU!

ICEMAN'S *ALIVE!* WE'RE JUST IN *TIME!*

MAGNETO! YOU'VE JUST DELIVERED YOUR *LAST* EPITHET!! YOU'LL NEVER UTTER ANOTHER THREAT *AGAIN!*

I *KNEW* THEY'D COME! I KNEW IT! I *KNEW* IT--!

THE IGLOO SHATTERS UNDER THE IMPACT OF CYCLOPS' POWER RAY!

KRUNCH!!

BUT MAGNETO IS FAR STRONGER THAN ANY FRIGID BARRIER!

I AM WELL AWARE THAT IT WILL BE LONG MINUTES BEFORE YOUR POWER BLAST RETURNS TO FULL STRENGTH--AFTER SUCH A DRAIN UPON IT!

THUS, IT IS THE POWER OF MAGNETO THAT SHALL NOW TURN THE TIDE!

X-MEN--PREPARE FOR YOUR FINAL FATE--!

EVERYONE PREPARES IN HIS OWN FASHION, YOU MAGNETIC MISANTHROPE!

PERSONALLY, THIS IS MY WAY OF ANTICIPATING THE INEVITABLE!

AND THIS-- IS MINE!!

SHEER BESTIAL STRENGTH IS NOTHING TO THE POWER OF MAGNETISM!

BUT, LET NO MAN THINK THAT WITHOUT HIS POWER, MAGNETO IS NOT STILL THE EQUAL OF ANY!

WHOK

GOOD WORK, BEAST! YOU HELD HIM OFF LONG ENOUGH FOR MY FORCE BEAM TO REACH PEAK INTENSITY AGAIN!

BUT YOU SHALL NOT USE IT, CYCLOPS!

BACK--ALL OF YOU--OR ICEMAN DIES!

NO!!

GET HIM! YOU CAN DO IT--IF YOU WORK TOGETHER!! I DON'T MATTER! I'LL GIVE MY LIFE--GLADLY--TO RID THE WORLD--OF HIM!!

YOU THINK WE'RE TOO *TIMID* TO TAKE CHANCES? THIS IS THE *SECOND* TIME YOU'VE UNDER-ESTIMATED US --AND IT'LL BE THE *LAST!*

BRAVE WORDS, ICEMAN--BUT UTTERLY *MEANINGLESS!* I WOULD SACRIFICE *ANY-ONE* TO ACHIEVE MY AIMS--BUT YOUR FELLOW X-MEN ARE TOO--*WHA--?* THE *ANGEL!*

THEN, AS THE MANIACAL, MENACING MUTANT MOMENTARILY DUCKS HIS HEAD IN A NATURAL REFLEX ACTION--

IT *WORKED!* I *GOT* HIM!

ICEMAN IS *SAFE!* NOW WE CAN *ATTACK* AT *WILL!*

BAH! YOU'VE DONE *NOTHING* BUT DELAY YOUR ULTIMATE DEFEAT!

NONE OF YOU HAVE THE STRENGTH TO RESIST MY MAGNETIC ONSLAUGHT!! SEE HOW EASILY I HOLD YOU AT BAY WITH A FEW PALTRY GESTURES!

THAT'S *IT!* DUCK *UNDER* MY DEADLY ATTACK--AS I *EXPECTED* YOU TO DO!

NOW, ALL I NEED DO IS UNLEASH A *MAXIMUM MAGNETIC VOLLEY* AT THE GROUND ITSELF, AND YOU'LL *NEVER RISE AGAIN!*

I'VE GOT TO GET MY *POWER BEAM* PAST HIS MAGNETIC FIELD! IF *THAT* DOESN'T WORK--WERE *DONE* FOR!

NOW!

IT'S *NO GOOD!* HE WAS *EXPECTING* IT!

HE'S *REPELLING* YOUR BEAM, CYKE! IT'S NOT *STRONG* ENOUGH!

YOU'VE GOT TO *INCREASE* THE INTENSITY --*SOMEHOW!*

BUT THEN, AN URGENT, COMMANDING *VOICE* RINGS OUT--!

STOP! DON'T FIGHT ANY LONGER!

IT'S THE *PROFESSOR!!*

HE--HE WANTS US TO *GIVE UP?!!*

NOW *MAGNETO* SEES HIM! HE'S APPROACHING HIM! AND--THE PROFESSOR IS *HELPLESS--!*

AHH! NOW MY VICTORY SHALL BE COMPLETE!

YOU ARE THE MOST DANGEROUS FOE OF ALL! SO YOU MUST BE MY FIRST VICTIM!

IT'S YOU WHO SHALL BE THE VICTIM, MAGNETO!

LOOK ABOVE YOU--AND SEE YOUR FATE!

IT WON'T WORK! I CAN'T BE TRICKED SO EASILY!

IT'S NO TRICK, MADMAN! I KNEW THERE WAS ONE SURE WAY TO DEFEAT YOU--AND ONLY I COULD ACCOMPLISH IT! SO, WHILE MY VALIANT X-MEN HELD YOU AT BAY--

--I SENT MY THOUGHTS OUT INTO THE INFINITE --AND FINALLY FOUND THE ONE I SOUGHT--!

YOU WEREN'T LYING! IT-IT'S THE STRANGER! HE'S COMING FOR ME AGAIN!

HE MUSTN'T GET ME! HE MUSTN'T!

THEN--THAT'S WHAT THE PROFESSOR MEANT BY THE MOST DIFFICULT THOUGHT PROJECTION OF HIS LIFE!

MAGNETO'S MAGNA-CAR WAS NEARBY! HE'S GONE!

BUT THE STRANGER CHANGED COURSE! HE'S GOING AFTER HIM!

I WONDER IF WE'LL EVER KNOW WHAT HAPPENS TO THEM?

I'D BETTER RECONNOITER AND-- EUREKA!!

WHAT'S TRANSPIRING IN THERE!

IT'S WARREN'S PARENTS! I PUT A PROTECTIVE ICE SHIELD OVER THEM! ARE THEY OKAY, HANK?

AS FAR AS I CAN TELL!

I'VE GOT TO SEE THEM! IF THEY'VE BEEN HARMED BY MAGNETO--!!!

THAT STEADY HUM! IT'S MAGNETO'S MUTANT-CREATING MACHINE!

NO SWEAT, WARREY! THEY'RE OKAY-- HONEST!

WE'VE GOT TO FIND IT--AND SMASH IT!

IT'S DIRECTLY AHEAD, SCOTTY!

...HUMMMMMMM

THE FIRST MUTANT HAS BEEN *FORMED!* HE'S ABOUT TO *EMERGE!*

THE *CONTROL LEVER! GRAB IT!*

BUT, BEFORE A HAND CAN REACH THE FATEFUL LEVER--!

FFFFTTTTTTTT

THE ANDROID MUTANTS-- THEY'VE *VANISHED* --FADED AWAY TO *NOTHING-NESS!*

TT!

NATURALLY! WHILE YOU ALL RAN IN *HERE,* YOUR FAITHFUL FROSTBITTEN FRIEND ZIPPED UPSTAIRS TO WHERE WARREY'S PARENTS ARE--!

ALL I DID WAS MOVE *MAGNETO'S MACHINE* AWAY FROM THEM! *THEY* WERE THE CATALYST-- WITHOUT THEM, IT COULDN'T FUNCTION!

HOW ABOUT THAT! A LIVING DOLL LIKE *ME*-- BEGINNIN' TO SOUND LIKE THE EVER-LOVIN' *BEAST!*

THEN, WITH THE THREAT FINALLY OVER--THE X-MEN SET TO WORK WITH A WILL, REPAIRING EVERYTHING REPAIRABLE--AND CONCEALING EVERYTHING ELSE! THUS, WHEN MR. AND MRS. WORTHINGTON FINALLY AWAKE, THE NEXT MORNING...

MMMM *MMM!* THE MOST RESTFUL NIGHT'S SLEEP I'VE HAD IN A LONG TIME!

ME TOO, DEAR! STRANGE-- I CAN'T REMEMBER ANYTHING ABOUT LAST NIGHT! IT'S AS THOUGH SOMEONE SIMPLY *ERASED* THAT PART OF MY BRAIN'S MEMORY!

OH DEAR! WHAT A FOOLISH THING TO SAY!

BUT, *I* FEEL EXACTLY THE SAME WAY!

WE'RE BEGINNING TO SOUND LIKE THOSE SILLY *SCIENCE FICTION* STORIES WARREN USED TO THRIVE ON!

AND, A SHORT TIME LATER...

MOM! DAD! I COULDN'T WAIT FOR YOU TO WAKE UP! GOSH, IT'S *GOOD* TO SEE YOU!

OH, YOU'VE ALL RETURNED FROM YOUR *FIELD TRIP!* HOW NICE!

I'M *GLAD* YOU SCHEDULE THOSE FIELD TRIPS, PROFESSOR! YOUNG PEOPLE *NEED* A LITTLE EXERCISE NOW AND THEN!

THAT'S WHAT THE *PROFESSOR* ALWAYS TELLS US!

THEY CAN'T GET IN SHAPE FOR THE WORLD OUTSIDE BY BURYING THEMSELVES ONLY IN *BOOKS,* YOU KNOW!

I *TRY* TO KEEP THEM FROM GROWING SOFT AND FLABBY, MISTER WORTHINGTON!

NEXT ISH:

A *NEW* TYPE OF FOE!

A *NEW* TYPE OF STORY!

A *NEW* TYPE OF ACTION!

BUT THE SAME OL' MARVEL MAGIC! *'NUFF SAID!*

MINUTEMEN

Blunt

Brian Azzarello